

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2004-301-C - ORDER NO. 2004-648
DECEMBER 30, 2004

IN RE: Joint Application of OneStar Long Distance, Inc. and Telrite Corporation for Approval of an Asset Purchase Agreement and Transfer of Customers.)	ORDER GRANTING
)	EXPEDITED REVIEW
)	AND APPROVING
)	AGREEMENT

I. INTRODUCTION

This matter comes before the Public Service Commission of South Carolina (the Commission) on the joint Petition of OneStar Long Distance, Inc. (OneStar) and Telrite Corporation (Telrite)(together, the joint petitioners) requesting approval of a transaction whereby, pursuant to an asset transfer agreement, Telrite will acquire substantially all of the assets of OneStar. The two companies are each authorized to provide intrastate telecommunications services within the State of South Carolina. The Petition also indicates the desire of the parties to have the Commission grant any authority necessary to permit OneStar to relinquish its South Carolina certification and discontinue service. Telrite will incorporate OneStar's services into its tariff by a separate filing.

Pursuant to the instructions of the Commission Staff, the joint petitioners published a Notice of Filing in newspapers of general circulation in the service areas of the Company. The joint petitioners furnished proof of publication of the Notice. No Protests or Petitions to Intervene were filed. Accordingly, the joint petitioners requested

expedited review of the Petition and filed the verified written testimony of Darryl Davis, President of Telrite Corporation. We grant expedited review and base our decision on the filed testimony.

Davis stated that both OneStar and Telrite are certificated carriers in this State, with OneStar holding authority granted by Order No. 95-249 and Telrite holding authority granted by Order No. 2004-426, respectively. Davis noted that, after the transaction, OneStar will cancel its certificate, and Telrite will provide service pursuant to its own certificate. Further, Davis testified that, under the asset purchase agreement, Telrite will acquire substantially all of the telecommunications assets of OneStar, including, but not limited to OneStar's customer accounts.

In addition, Davis stated that the transaction will ensure that current OneStar customers maintain uninterrupted service. All current OneStar customers will be given the opportunity to switch their service from OneStar to a different carrier. Those customers of OneStar who choose not to switch their service to a different carrier will receive service from Telrite pursuant to Telrite's South Carolina authority.

II. FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. OneStar and Telrite request approval of a transaction, whereby, pursuant to an asset transfer agreement, Telrite will acquire substantially all of the assets of OneStar, including, but not limited to OneStar's customer accounts.

2. Telrite will incorporate OneStar's services into its tariff by a separate filing.

3. OneStar will relinquish its Certificate and discontinue service at the time of the merger.

4. OneStar's customers may switch their service to a different carrier, or may not switch their service and be served by Telrite.

5. The transaction should be approved as filed, as being in the public interest.

IT IS THEREFORE ORDERED:

1. The request for expedited review is granted.

2. The asset purchase agreement and resultant transfer of customers from OneStar to Telrite is approved as filed.

3. At the time of the merger, the Certificate of OneStar shall be cancelled, and this Commission notified accordingly.

4. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

/s/
Randy Mitchell, Chairman

ATTEST:

/s/
G. O'Neal Hamilton, Vice Chairman

(SEAL)